

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u>)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
)	Re: Docket Nos. (Adv. 02-2210)
Debtors.)	375,461,469,472,480,515,569,683,699,
)	700,701,728,744, and Bankr. Docket Nos.
)	9180, 24416, 24417, 24512, 24519, 24525.

**ORDER APPROVING REMAINING FEE APPLICATIONS RELATING TO
FRAUDULENT CONVEYANCE ADVERSARY PROCEEDINGS AND ALLOWING
THE PAYMENT OF REMAINING HOLDBACKS FOR SERVICES RENDERED**

This cause, coming to be heard on the Motion of Kirkland & Ellis, LLP, Pachulski, Stang, Ziehl and Jones LLP, Bilzin Sumberg Baena Price & Axelrod, Conway DelGenio Gries & Co., LLC, Ferry Joseph & Pearce P.A., Hamilton, Rabinovitz & Associates, Inc, W.D. Hilton, and Caplin & Drysdale (collectively, the “Professionals”) (the “Motion”) for entry of an Order approving certain remaining fee applications referenced on Exhibit 1 (the “Applications”) relating to the long since resolved and closed fraudulent conveyance adversary proceedings and allowing the payment of the remaining 20% holdbacks of legal fees owed to the Professionals in those proceedings pursuant to sections 105(a) and 331 of the Bankruptcy Code and the Amended Order Under 11 U.S.C. 105(a) Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Interim Compensation Order”); and it appearing that the Court has jurisdiction to consider the Motion and Applications and the relief requested therein in accordance with 28 U.S.C. 157 and 1334; and it appearing that venue of this proceeding and the Motion and Applications is proper in this district pursuant to 28 U.S.C. 1408 and 1409; and due and proper

notice having been given ; and it appearing that the relief requested in the Motion and Applications is in the best interest of the Debtors and their estates and creditors; and the Court being fully advised in the premises and after due deliberation and sufficient cause appearing therefore, IT IS HERBY ORDERED:

1. The Motion and the Applications as identified on Exhibit 1. hereto are granted.
2. The Professionals are allowed the amounts set forth in Exhibit 1 (i) in compensation for services rendered during the compensation periods and (ii) as reimbursement for actual and necessary expenses incurred during the compensation periods.
3. The Debtors are authorized and directed to make 100% payment of any and all fees and expenses listed on Exhibit 1 to the Professionals that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order.
4. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to this order.

Dated: _____, 2010

Honorable Judith K. Fitzgerald
U. S. Bankruptcy Judge

Exhibit 1
Summary of Fee Applications Outstanding

Kirkland & Ellis LLP

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
3/29/10 (#24525)	\$ 35,967.00 ³	\$ 779.09	\$ 7,820.60

Pachulski, Stang, Ziehl & Jones LLP

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
3/26/10 (#24512)	\$ 19,446.00	\$ 4,402.80	\$ 3,889.20

Bilzin Sumberg Baena Price & Axelrod LLP

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
3/8/2010 (#24416)	\$10,886.00	\$ 1.20	\$ 2,177.20

Conway DelGenio Gries & Co. LLP

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
4/3/2003 (#469)	\$364,913.00	\$ 14,648.76	\$ 72,982.60
4/9/2003 (#472)	\$278,191.25	\$ 18,149.73	\$ 55,538.25
4/22/2003 (#480)	\$286,012.88	\$ 6,028.91	\$ 57,202.58
6/11/2003 (#515)	\$126,846.00	\$ 152.15	\$ 25,369.20
9/26/2003 (#569)	\$ 59,153.00	\$ 134.88	\$ 11,830.60
Totals	\$750,203.13	\$ 24,465.67	\$223,023.23

Ferry Joseph & Pearce P.A.

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
11/15/2004 (#699)	\$ 3,852.00	\$ 136.51	\$ 770.40
11/15/2004 (#700)	\$ 2,407.50	\$ 390.21	\$ 481.50
3/21/2005 (#728)	\$ 2,970.00	\$ 350.36	\$ 594.00

³ The original monthly applications requested a total of \$35,183. However, in preparing the quarterly application, an error was found. As a result, the total fees requested should have been the amount now stated herein and in the quarterly application. Of that amount, \$28,146.40 was paid, leaving a balance now due of \$7,820.60.

6/21/2005 (#744)	\$ 5,536.50	\$ 742.22	\$1,107.30
3/29/10 (#24519)	\$ 2,544.00	\$4,874.05	\$1,267.20 ⁴
Totals	\$17,310.00	\$6,493.35	\$4,220.40

Hamilton, Rabinovitz, Associates, Inc.

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
11/25/2002 (#375)	\$175,700.00	\$ 5,099.04	\$35,140.00
3/25/2003 (#461)	\$ 47,825.00	\$ 0	\$ 9,565.00
Totals	\$223,525.00	\$ 5,099.04	\$44,795.00

W. D. Hilton, Jr.

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
3/8/2010 (#24417)	\$18,600.00	\$1,763.37	\$3,720.00

Caplin & Drysdale

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
8/16/2004 (#683)	\$ 283.00	\$0	\$ 283.00 ⁵
11/15/2004 (#701)	\$ 6,411.50	\$0	\$1,282.30
8/12/2005 (#9180)	\$ 8,030.50	\$0	\$1,606.10
Totals	\$14,725.00	\$0	\$3,171.40

⁴ This includes 80% of the fee of \$948.00 (\$758.40) that was requested in the May 2005 monthly application which has not previously been paid.

⁵ This includes full compensation for the fees requested in the 7th Quarterly application which had not been previously requested or paid.